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SPIDER-MAN
AND HIS AMAZING FRIENDS!



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TM

the AMAZING SPIDER-MAN

SUDDENLY...
THE SUPER-APES!



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ALL-NEW THRILLS AND
CHILLS AS SPIDER-MAN
DARES THE WRATH OF THE...
RED GHOST!

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by midnight, Dec. 31, 1981.

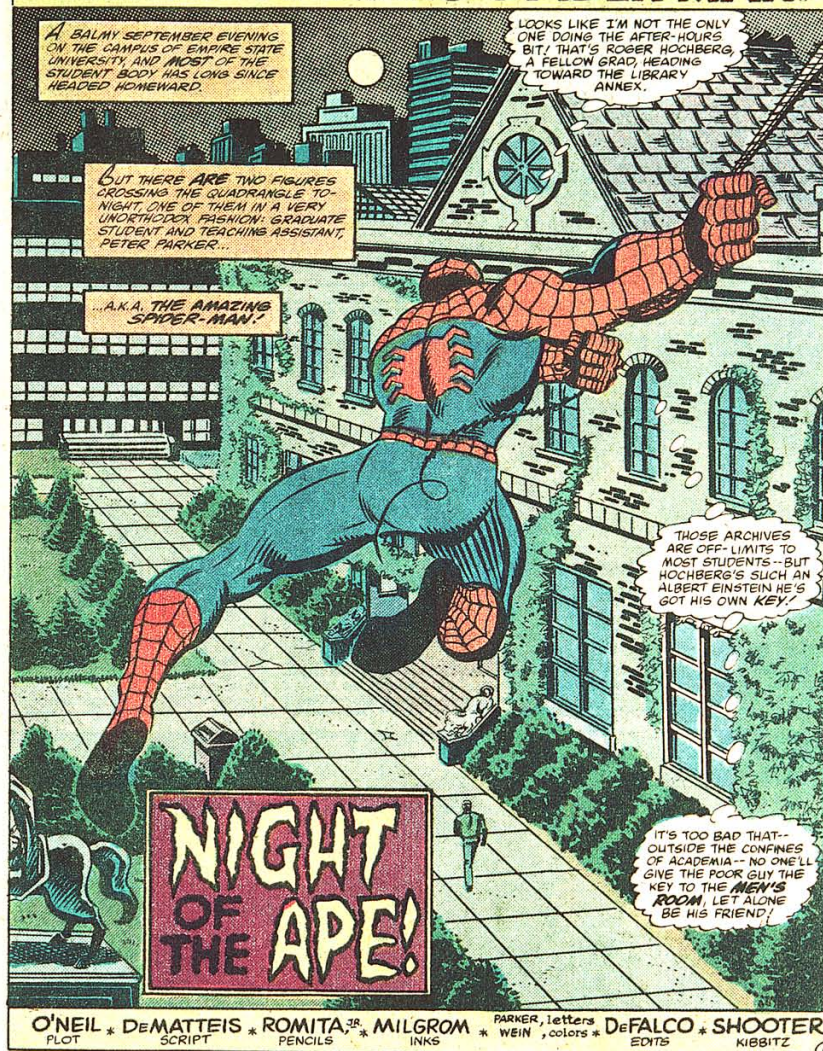


Each sold separately.
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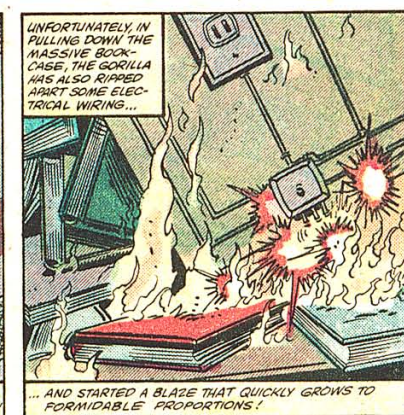
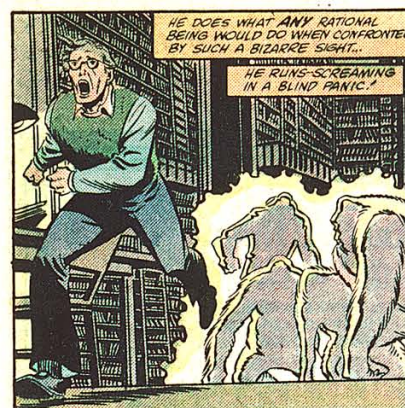
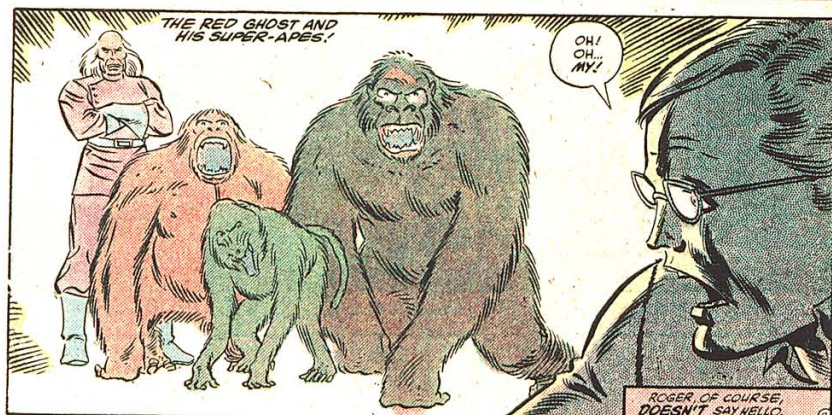
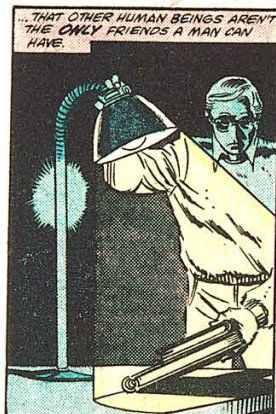
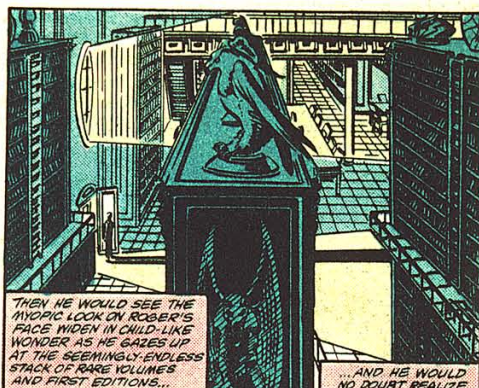
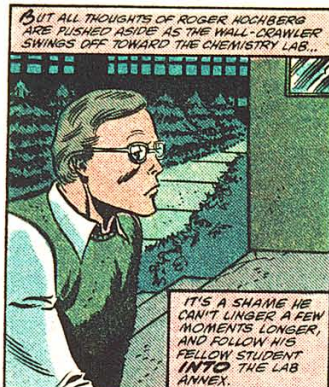
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Right Down to the last detail.

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

**Stan Lee
PRESENTS: THE AMAZING SPIDER-MAN®**



THE AMAZING SPIDER-MAN® Vol. 1, No. 223, December, 1981. (U.S.P.S. 540-030) Published by MARVEL COMICS GROUP, James E. Galt, President, Stan Lee, Publisher, Michael Hobson, Vice-President, Publishing, Milton Schiffman, Vice-President, Production. OFFICE OF PUBLICATION: 575 MADISON AVENUE, NEW YORK, N.Y. 10022. Controlled Circulation postage paid at New York, NY and at additional mailing offices. Published monthly. Copyright © 1981 by Marvel Comics Group, a division of Cadmus Industries Corporation. All rights reserved. Price 50¢ per copy in the U.S. and Canada. Subscription rate \$6.00 for 12 issues. Canada, \$7.00. Foreign, \$8.00. Printed in the U.S.A. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue), and the distinctive likenesses thereof, are trademarks of the MARVEL COMICS GROUP. Postmaster: Send address changes to Subscription Dept., Marvel Comics Group, 575 Madison Avenue, New York, N.Y. 10022.



LIFE SAVERS®

LOTS OF FUN AND FLAVORS!

Ten Life Savers flavors are hidden below.

How fast can you find them?
On your mark...get set...go!

Life Savers® Roll Candy and Lollipop flavors appear forward, backward, and diagonally. Circle the flavors as you find them. The first one is done for you. The answers are below.

P	G	O	G	R	A	P	E	S	P	T	Q
E	L	T	D	N	H	O	M	R	O	A	S
P	I	K	O	I	D	H	I	J	Q	N	A
O	R	A	N	G	E	O	L	R	D	G	O
M	O	D	N	K	O	P	D	G	O	E	S
I	O	S	T	R	A	W	B	E	R	R	Y
N	T	K	N	P	O	D	E	S	L	I	L
T	B	C	S	O	P	M	O	A	P	N	R
C	E	P	O	R	M	Q	F	J	S	E	O
O	E	D	B	L	S	E	O	D	P	O	M
Y	R	R	E	H	C	D	L	I	W	C	B
B	U	T	T	E	R	S	C	O	T	C	H

ANSWERS: LIME (forward), ORANGE (backward), BUTTERSCOTCH (diagonal), MINT (diagonal), GRAPE (diagonal), PEPPERMINT (diagonal), WILD CHERRY (diagonal), LEMON (diagonal).

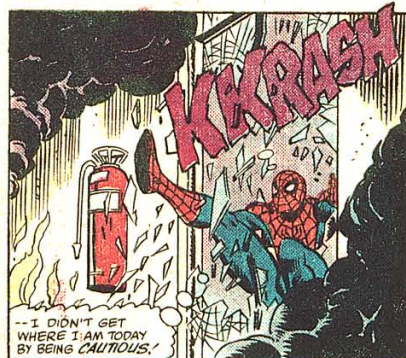
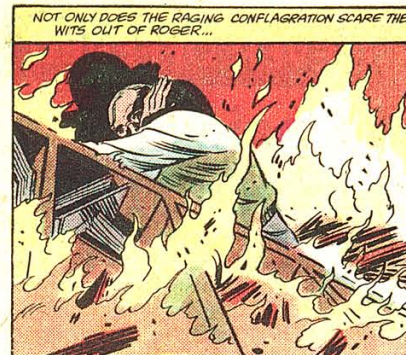
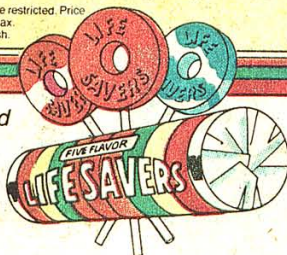
Get this Life Savers Pencil Case!

Kids! This terrific Life Savers Pencil Case can be yours! Along with your name and address, just send in 1 Life Savers Roll Candy wrapper, or 3 Life Savers Lollipops wrappers and \$1.00 to: Life Savers Pencil Case, P.O. Box 7870, Stratmar Station, Bridgeport, CT 06650.

Offer available in USA except where taxed, prohibited, or otherwise restricted. Price includes postage and handling. Connecticut residents to add 7½% sales tax. Allow 8 weeks for delivery. Offer good through March 31, 1982. Do not send cash.

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Life Savers Roll Candy and Lollipops.
Lots of flavors for you,
and lots of fun things to do!



SALE—LOWEST PRICE EVER OFFERED

14K Gold Chains

\$8 until December 31

[This is not a misprint]

As part of an advertising campaign to promote the sale of gold jewelry we will ship from our corporate vault to the address of every reader who returns this printed notice before Midnight, December 31, a 16-inch solid 14K gold chain for the sum of only \$8 plus \$2 shipping and handling. There is no further monetary requirement. [Each chain is composed entirely of solid 14K gold, including the clasp, and will be accompanied by a Certificate of Authenticity to that effect.] This advertising notice is being placed simultaneously in other publications. If you see it in more than one publication, please let us know, as this information is helpful to us. Should you wish to re-

turn your chain you may do so at any time to the address below and receive a full refund. There is a limit of one (1) chain to any address, but if your request is postmarked before Dec. 22, you may request up to 5 chains. No request will be accepted past the dates noted above. *Your uncashed check will be returned if postmarked later than those dates.* Please enclose this original notice with your request (copies not accepted). Send your name and address (please print) together with \$8 plus \$2 shipping and handling for each gold chain to: **ABERNATHY & CLOSTER, LTD., Gold Chain Campaign, Dept. 721-3, Box 1310, Westbury, N.Y. 11590.**

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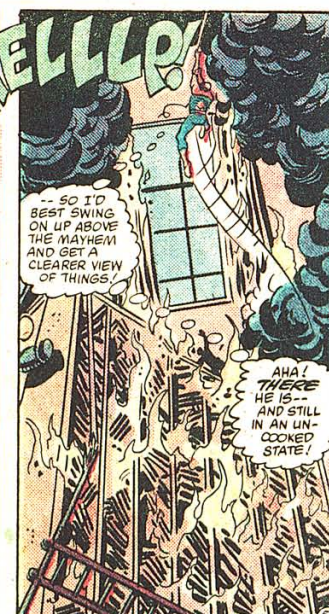
Age Date of Birth Month Day Year

☐ Male

Please Print Your Last Name Plainly Below

☐ Female

Signature of Parent
or Guardian





NOT TO WORRY, BUNKIE-- THE CAVALRY'S HERE!

H-HE HELP ME. PLEASE. HELP ME.



ROGER'S A WRECK- AND MY WITICISMS AREN'T HELPING HIM MUCH! HE DOESN'T NEED A COURT JESTER- HE NEEDS A WAY OUT OF HERE!



AND THAT'S JUST WHAT HE'S GONNA--



--GET!



IT DOESN'T?

ALL RIGHT, YOU MASKED MANIAC-- IF YOU THINK YOU'RE GONNA GET AWAY WITH THIS LITTLE ARSON JOB--

WHEN THIS GUY COMES AROUND, I THINK HE'LL TELL A DIFFERENT TALE. BUT UNTIL THEN, BOZO--

YOU THINK THAT Z-?



--JUST KEEP YOUR OPINIONS TO YOURSELF, OKAY?

WEARY, DISGUSTED THE ASTOUNDING ARACHNID SCRAMBLES OFF INTO THE SHADOWS.



... AS DOES AN EQUALLY-DISGUSTED RED GHOST.

FOR THE MOMENT, KRAG-OFF IS AS IGNORANT OF SPIDER-MAN'S PRESENCE ON THE SCENE AS THE WALL-CRAWLER IS OF HIS.

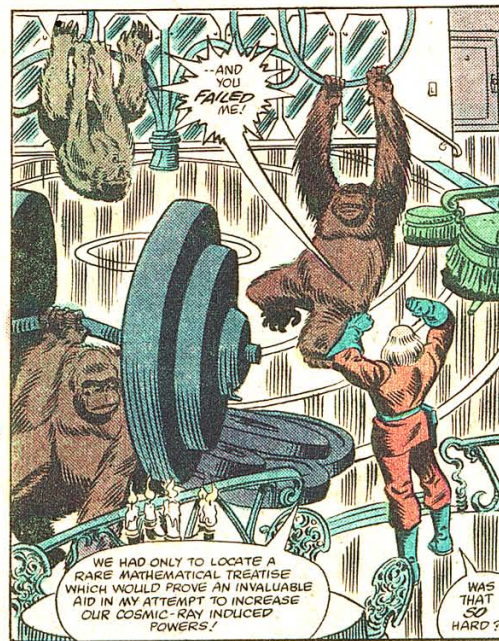


NIGHT HELTS INTO MORNING MORNING INTO AFTER-NOON...

...AND IN A RECONVERTED LOFTSPACE IN MIDTOWN MANHATTAN...

I AM ASHAMED OF YOU?

OUR TASK WAS SIMPLICITY ITSELF--



--AND YOU FAILED ME!

WE HAD ONLY TO LOCATE A RARE MATHEMATICAL TREATISE WHICH WOULD PROVE AN INVALUABLE AID IN MY ATTEMPT TO INCREASE OUR COSMIC-RAY INDUCED POWERS!

WAS THAT SO HARD?



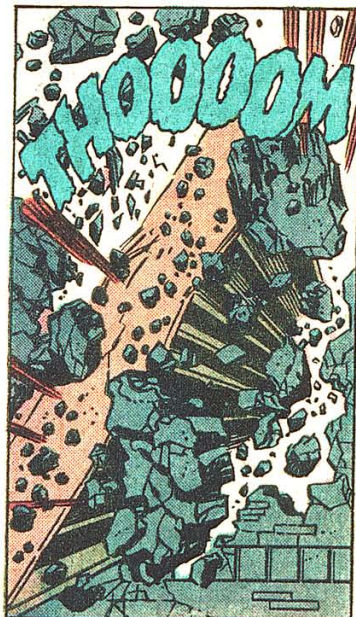
DID YOU HAVE TO BRING FLAMING RUIN DOWN UPON OUR HEADS?

DID YOU HAVE TO ACT LIKE CHILDISH SHOW-OFFS INSTEAD OF MATURE ADULTS?



ONLY YOU, PECTOR, PERFORMED WITH DECORUM-- AND YOU SHALL BE REWARDED--

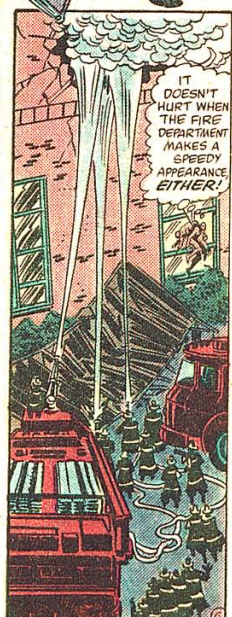
REEEP?



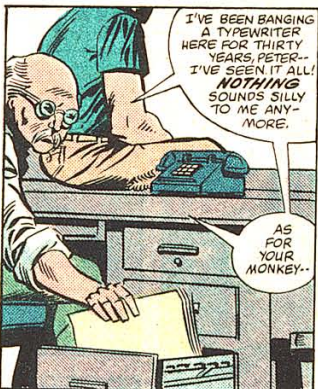
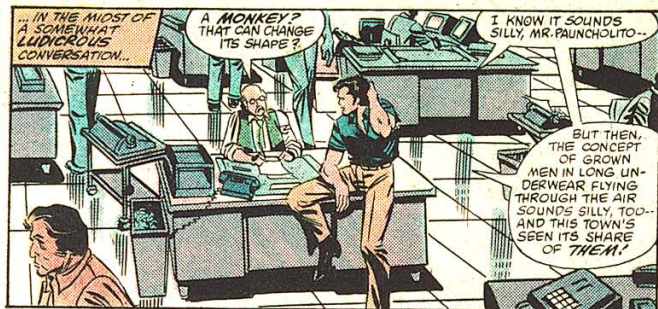
THOOOON



IT'S CERTAINLY HANDY HAVING THE PROPORTIONATE STRENGTH AND SPEED OF A SPIDER WHEN THE CHIPS ARE DOWN!



IT DOESN'T HURT WHEN THE FIRE DEPARTMENT MAKES A SPEEDY APPEARANCE EITHER!



NBC SUPER STAR SATURDAY POW!

WHAT HAS SMURFS & SPACE STARS & SPIDER-MAN & A SUPER POWER HOUR?

THERE'S EXCITING NEW FUN IN '81!

SMURFS
New! HANNA BARBERA PRODUCTIONS INC. SEPPS A. 1981.
Who are the "biggest" little creatures on TV? The Smurfs! Those famous, fun-loving adventurers, striving to uphold their "true-blue" spirit of love & happiness! Will Papa Smurf & the gang outsmart the evil wizard Gargamel? Smurf-ain't it!

THE FLINTSTONE COMEDY SHOW
© HANNA BARBERA PRODUCTIONS, INC. 1981.
Stone-age shenanigans with those Bedrock buddies, Fred & Barney, and all their pals!

THE KID SUPER POWER HOUR WITH SHAZAM
New! FILMATION ASSOCIATES, 1981. © D.C. COMICS/FILMATION 1981.
Where can teenagers fly? At Hero High! They're "super-heroes" in training" facing missions impossible on-- and off--campus! And who's the mightiest mortal? Captain Marvel!

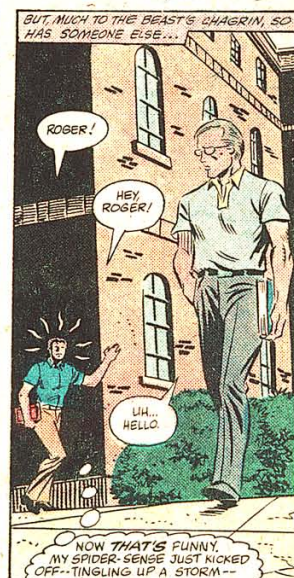
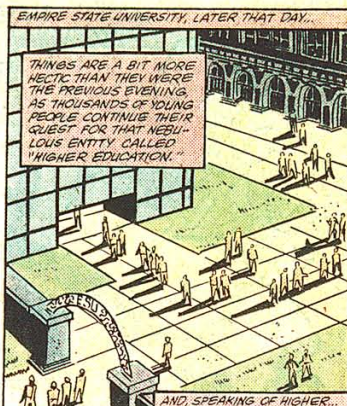
SPIDER-MAN AND HIS AMAZING FRIENDS
New! MARVEL COMICS GROUP, A DIVISION OF GLOBE INDUSTRIES CORP., 1981.
Villains beware... Spider-Man is here! The world's most popular hero spins a web of excitement with brave Iceman, beautiful Fire Star and more!

THE DAFFY/ SPEEDY SHOW
New! HANNA BARBERA PRODUCTIONS, INC. 1981.
Thrills are quick & wacky with Daffy, Speedy and their friends! © WARNER BROS. INC. 1981.

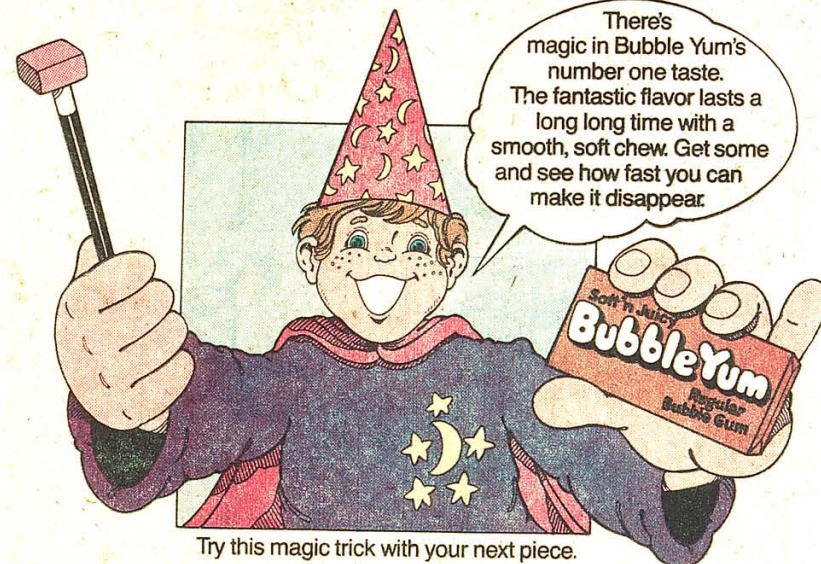
SPACE STARS
© HANNA BARBERA PRODUCTIONS, INC. 1981.
Crazy cosmic travelers zoom into far-out action! Space Ghost! The Herculeoids! Teen Force! Astro and the Space Mutts.

BULLWINKLE
The moose is loose! Hilarious escapades with Rocky and the whole comical crew! © PAT. WARD, 1981.

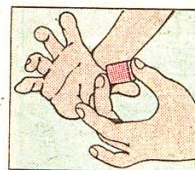
Consult local listings.
STARTING SEPTEMBER 12!!



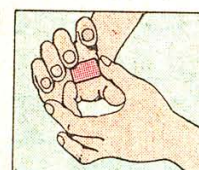
The magic in gum is Bubble Yum®



Try this magic trick with your next piece.



Hold the Bubble Yum between the thumb and middle finger of your left hand.



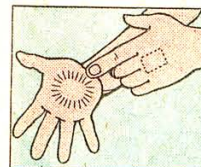
Pretend to grab it with your right hand while you really drop it into the palm of your left hand.



Keep the fingers of your right hand loose as if they had the gum.



Point with the left hand while you secretly hold the gum in your palm.

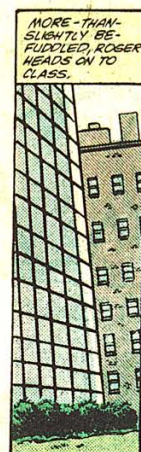
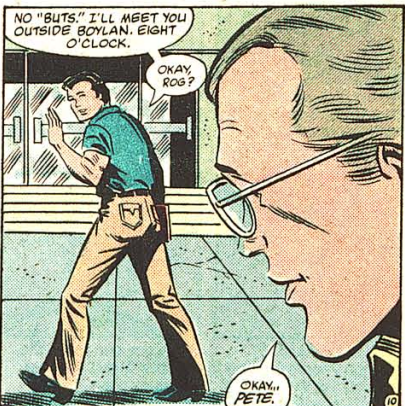
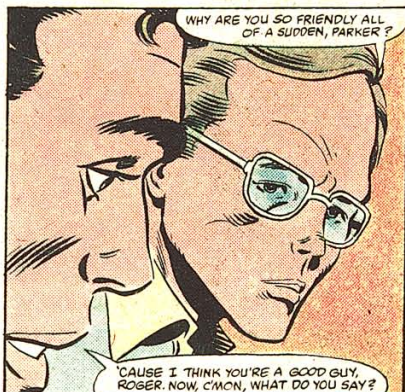
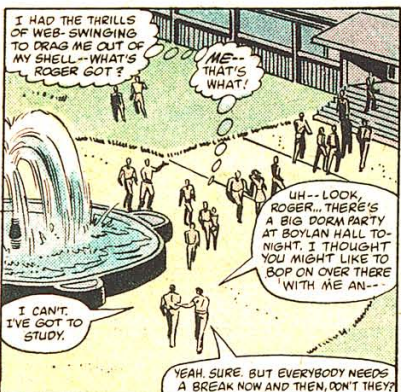
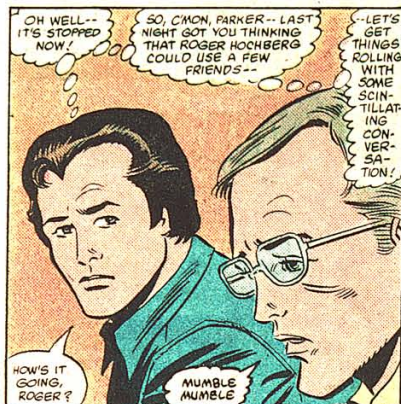


Say "Presto chango!" and open your right hand to show that the Bubble Yum has magically disappeared.



Then you can make the Bubble Yum disappear the easy way--and try the number one taste.





STARTING SEPT. 12

Your favorite cartoon shows are coming back and brand new ones are coming on.

CBS SATURDAY MORNING

TOON TIME

8:00 *The Kwicky Koala Show*

NEW



Start the day a whole new way.

All times are Eastern Time.

©1981 Hanna-Barbera Productions, Inc.

8:30 *Trollkins*

NEW

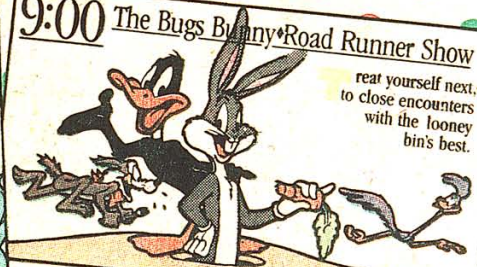


A wild world of strange little characters.

©1981 Hanna-Barbera Productions, Inc.

9:00 *The Bugs Bunny Road Runner Show*

reat yourself next, to close encounters with the looney bin's best.



©Warner Bros. Inc. 1981

10:30 *The Popeye And Olive Oyl Show*



Uncover new adventures when Popeye goes Stone Age and Olive joins the army.

Popeye and related characters owned by King Features Syndicate, Inc. ©1981 King Features Syndicate, Inc. All other materials owned by Hanna-Barbera Productions, Inc. ©1981 Hanna-Barbera Productions, Inc.

11:00 *BLACKSTAR*

NEW



Reach into a black hole and encounter an awesome universe on the other side.

©Copyright 1981 Filmation Associates

11:30 *The Tarzan Lone Ranger**



Discover new adventures with two of the greatest heroes fantasy has ever known.

©1981 Lone Ranger Television, Inc.

Tarzan™ Trademark owned by Edgar Rice Burroughs and used by Filmation by permission. ©1981 Edgar Rice Burroughs.

*Zorro Adventure Hour**

NEW



ction keeps coming in the new adventures of the legendary Zorro.

©Copyright 1981 Filmation Associates

12:30 *The Tom & Jerry Comedy Show*



Zig, zag, and zoom with the classiest cat and mouse game in town.

©Copyright 1981 Metro-Goldwyn-Mayer Inc.

1:00 *The New Fat Albert Show*



Zap is where it's at when it comes to Albert the Fat.

©1981 William H. Cosby - Filmation Associates

In The News

ate minute news comes between each show to let you know what, in the world, is going on.

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1:30 *30 Minutes**

xplore controversial subjects with a half hour of hard-hitting reports.

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*Starting Sept. 19

IT ALL ADDS UP TO SATURDZLE ON CBS!

FORTY-FIVE SECONDS OF FURTIVE WHISPERING LATER...

WHY HELLO THERE, ROGER? REMEMBER ME? MIA CARRERA?

UH... NO, I DON'T.

I USED TO SIT BEHIND YOU IN HOMEROOM, BACK IN MIDWOOD HIGH SCHOOL.

I... UH... WENT TO MILLARD FILLMORE HIGH...

OH, SORRY.

MY MISTAKE.

BUT THE MISTAKE, ROGER IS ABOUT TO LEARN...

IS HIS?

PPAUGH!

IT'S NOT THE TASTE OF VINEGAR THAT LEAVES ROGER RED-FACED AND TEARY-EYED.

HA HA HA HA HA HA HA HA HA HA

...IT IS HIS OWN UTTER HUMILIATION...

ROGER-- HEY, ROGER!

BUT ROGER IS ALL TOO QUICKLY GONE.

AND PETER PARKER IS EXTREMELY ANNOYED!

WHAKASH!

YOU--

--SELFISH--

--INCONSIDERATE--

--MORONS!

YOU THINK IT'S SO BLASTED FUNNY TO STEP ALL OVER A GUY WHOSE ONLY CRIME HAS BEEN A FEAR OF PEOPLE?

YOU THINK IT'S A MILLION LAUGHS TO MAKE ANOTHER HUMAN BEING FEEL LIKE DIRT-- TO HURT HIM-- TO RUIN THE LITTLE BIT OF TRUST THAT HE'S GOT LEFT?

WELL, I THINK IT STINKS!

AND YOU CAN ALL GO FLUSH YOURSELVES DOWN THE NEAREST TOILET FOR ALL I CARE!

Y'KNOW, GUYS...

HE'S RIGHT...

QUESTIONS OF RIGHT AND WRONG, MEAN PRECIOUS LITTLE TO ROGER HOCHBERG AT THIS MOMENT.

HE FEELS USED.

HE FEELS SMALL.

VERY SMALL.

HANDS TREMBLING, STOMACH A KNOT OF TWINNING MUSCLES, HE WALKS... THROUGH THE CROWD-- BUT NOW, MORE THAN EVER...

...NOT OF IT.

HE NEEDS SHELTER, SECURITY, COMFORT, AND THERE IS ONLY ONE PLACE WHERE HE CAN FIND THESE THINGS IN ABUNDANCE.

THE ANNEX. PETS / OUR PREY IS HEADING FOR--

--THE ANNEX! THAT'S WHERE HE'S GOT TO BE!

I DON'T KNOW WHAT I'M GONNA SAY TO HIM WHEN I FIND HIM--

-- BUT I GOT ROGER INTO THIS--

--AND I CAN'T JUST LET HIM RUN OFF AND RETREAT BACK INTO HIMSELF!

HE'S GOT TO--

UH-OH, THERE GOES MY DANGER SENSE.

AND THERE GOES THE REASON WHY.

IT'S THE RED GHOST-- AND HIS FURRY STOOGES!

AND, MUCH AS I HATE TO ADMIT IT--

-- I KNOW JUST WHERE THEY'RE GOING... AND SPIDEY'S GONNA BE THERE!

THE ENTRANCE LIGHT SEEMS DIMMER THAN USUAL TONIGHT, BUT THAT COULD BE A REFLECTION OF ROGER'S MENTAL STATE.



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TEN-SPEED FORMULA 10 BY Columbia
Ten Bikes Given Away This Month!
No Purchase Necessary!
To enter: Send your name, address, age and sex on a postcard only to: Dept. 9, Marvel Comics, 575 Madison Avenue, New York, NY 10022.
All entries must be received by November 30, 81 in order to be eligible for the sweepstakes drawing. Enter as often as you like but each entry must be mailed on a separate postcard. Drawing will be held the week of December 6, 1981.
Winners will be selected in a random drawing from all entries received by Marvel and all decisions are final. Taxes, if any, are the sole responsibility of the prize winner. Only one prize to a family. Odds of winning will be determined by the number of entries received. All prizes will be awarded. Winners may be required to sign an affidavit of eligibility and release from liability.
Sweepstakes open to all residents of the U.S., except employees and their immediate families of Marvel Comics Group, Columbia Bike Co. and their subsidiaries, affiliates, advertising and promotion agencies, print and production agencies. Void where prohibited or restricted by law. All Federal, State and local regulations apply.
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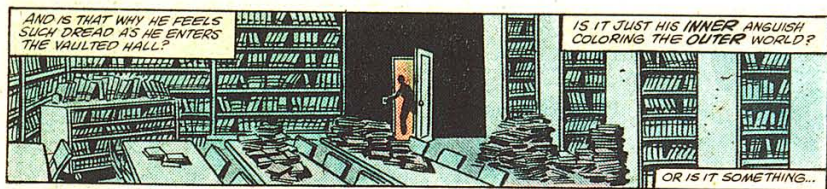
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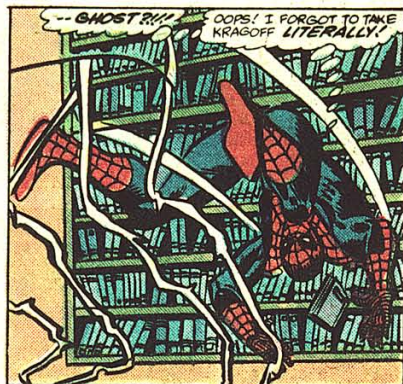
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ALTHOUGH THESE APES DEPEND UPON THE RED GHOST FOR GUIDANCE, THEY ARE NOT STUPID...



...AND SO IT DOESN'T TAKE THE ULTRA-POWERFUL GORILLA LONG TO FIGURE OUT THAT...



...WHAT GOES UP...

...MUST COME DOWN!
MY WEBBING DIDN'T HAVE TIME ENOUGH TO DRY! IF I HADN'T BEEN SO CLOSE TO THE GROUND, I WOULD'VE BEEN ONE SQUASHED SUPER HERO!



I'M BE-GINNING TO THINK I'M IN TROUBLE HERE!

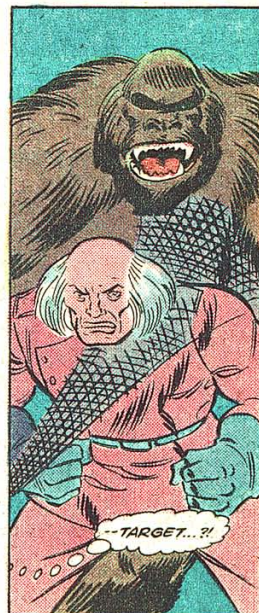
"NOTHING I DO SEEMS TO SLOW THESE BEASTIES DOWN!"



"HERE THEY COME AGAIN-- COURTESY OF THAT SHAPE-SHIFTING BAROON!"



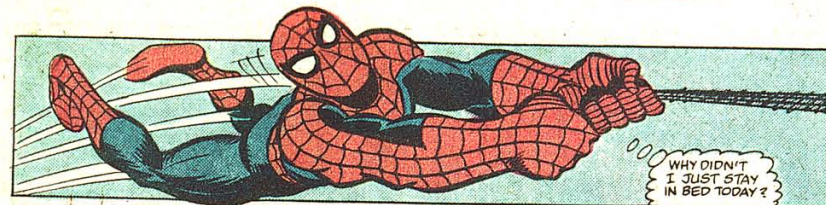
AND HERE'S GHOSTY-- RIGHT ON CUE--
AND RIGHT ON--



--TARGET...?!



AW, NO--MY WEBBING WENT RIGHT THROUGH 'M! AND NOW MISTER MUSCLES HAS GOT IT!



WHY DIDN'T I JUST STAY IN BED TODAY?



BLIMP

FACE THE COLD FACTS, MISCREANT--

-- MY BELOVED PETS HAVE THE BETTER OF YOU



"YOU ARE SIMPLY... OUTCLASSED!"

"DO YOU SEE HOW EASY IT IS FOR DEAR IGOR TO EN-CIRCLE YOU WITH HIS FURRY FORM--



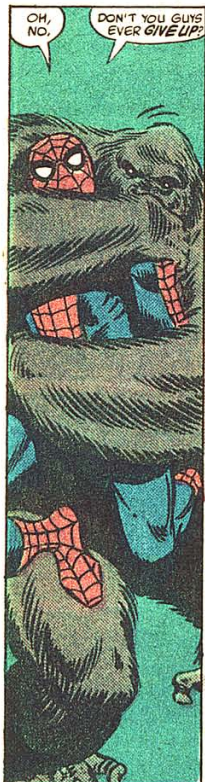
--AND THEN CHANGE INTO SOMETHING MORE... PLIANT-- BLINDING YOU, SMOOTHERING YOU, SETTING YOU UP FOR THE



"-- KILL ? "



NO DUMB OLD APE IS GONNA LAY A PAW ON ME!



America's favorite candy maker says:

"Amaze your friends with my Willy Wonka Magic Card Trick Kit!"

Make cards appear to pass back and forth through a table!

Your Magic Card Trick Kit will also perform 3 other fantastic tricks. Now, here is how you can get the kit practically FREE!



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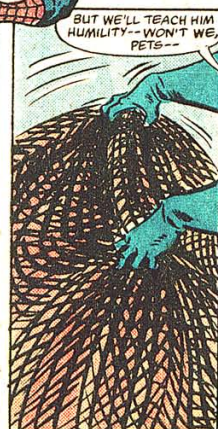
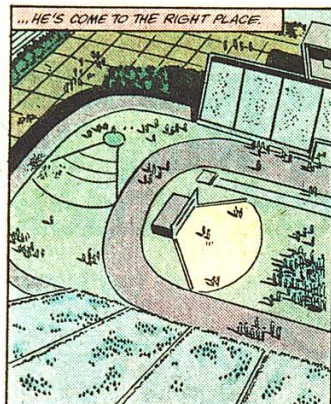
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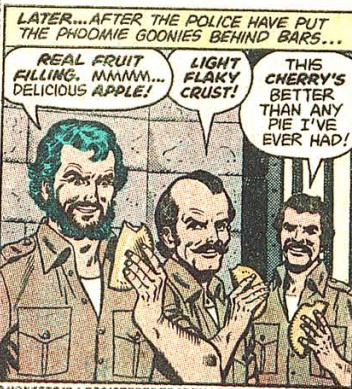
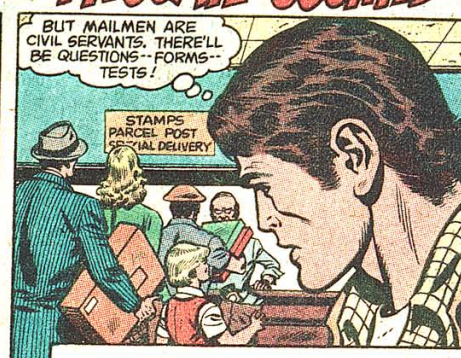
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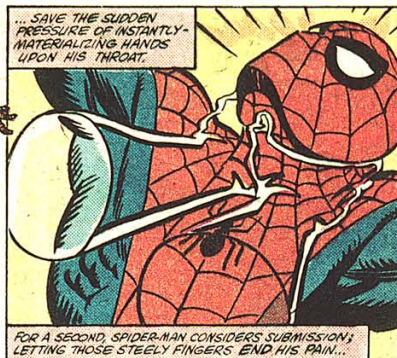
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WEBBING DOETH NOT A SPIDER-MAN MAKE, GHOSTY--OR HAVE YOU NOTICED THAT?

GHOSTY?

BUT THERE IS NO ANSWER...



...SAVE THE SUDDEN PRESSURE OF INSTANTLY-MATERIALIZING HANDS UPON HIS THROAT.

FOR A SECOND, SPIDER-MAN CONSIDERS SUBMISSION; LETTING THOSE STEELY FINGERS END HIS PAIN...



...BUT THEN...

I'VE GOT YOU, KRASOFF!



"AND NOTHING--NOT MAN, NOT APE--IS GONNA GET ME TO LET YOU GO!"

AND, EVEN AS THE NEAR-EXHAUSTED WEB-SLINGER SPEAKS THOSE WORDS...



"AWAY, MY FRIENDS--"



AWAY...

HOLY--!

HE'S GONE... LIKE HE'D NEVER BEEN HERE!



YOU CAN PUT THOSE GUNS AWAY, GUYS--

--THAT APE-IN-DRAG IS FLAPPING ITS WINGS TO BEAT THE BAND--!



WE'VE LOST THEM!



--NO JUSTICE AT ALL.

SOMETIMES THERE'S JUST NO JUSTICE IN THIS WORLD.



THE NEXT DAY...

I'M GLAD YOU DON'T BLAME ME FOR WHAT HAPPENED AT THE PARTY, ROGER.

WHILE WATCHING SPIDER-MAN TANGLE WITH THOSE... WHAT? EVER--THEY WERE--I REALIZED SOMETHING IMPORTANT! EVERYBODY'S GOT HIS PLACE.

I DON'T GET DEPRESSED BECAUSE I CAN'T FIGHT SUPER-VILLAINS--SO WHY SHOULD IT UPSET ME THAT SOME PEOPLE JUST DON'T LIKE ME?

HEY THERE'S ROGER!

YOO-HOO ROGER!



WE HEARD ALL ABOUT YOUR LITTLE ADVENTURE WITH SPIDER-MAN, ROGER!

WE SURE DID! THE WAY YOU RUSHED FOR THE POLICE--AND SAVED SPIDER-MAN'S LIFE.

YOU KNOW, I WISH YOU DID GO TO MY HIGH SCHOOL. THEN WE'D ALREADY KNOW EACH OTHER... VERY WELL.

YEAH--?

WELL, I DIDN'T--

WOW!



WELL, WHAT DO YOU KNOW?

MAYBE THERE IS SOME JUSTICE IN THE WORLD AFTER ALL!

AT THE LEAST--THERE'S HOPE. (END)

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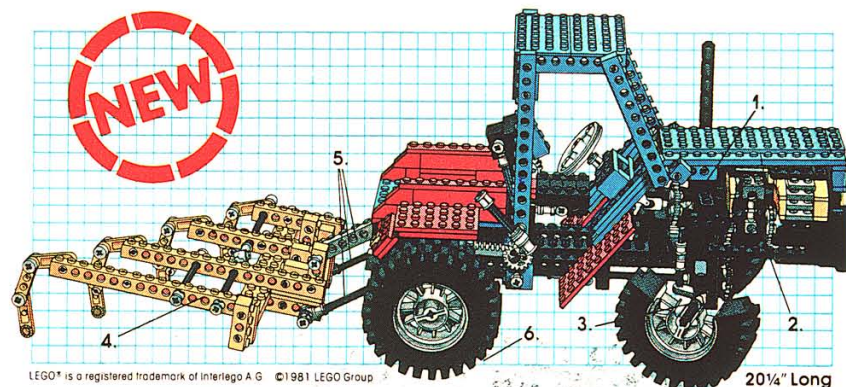
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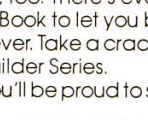


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